

WEIL, GOTSHAL & MANGES LLP
Stephen Karotkin (*pro hac vice*)
(stephen.karotkin@weil.com)
Ray C. Schrock, P.C. (*pro hac vice*)
(ray.schrock@weil.com)
Jessica Liou (*pro hac vice*)
(jessica.liou@weil.com)
Matthew Goren (*pro hac vice*)
(matthew.goren@weil.com)
767 Fifth Avenue
New York, NY 10153-0119
Tel: 212 310 8000
Fax: 212 310 8007

KELLER & BENVENUTTI LLP
Tobias S. Keller (#151445)
(tkeller@kellerbenvenutti.com)
Jane Kim (#298192)
(jkim@kellerbenvenutti.com)
650 California Street, Suite 1900
San Francisco, CA 94108
Tel: 415 496 6723
Fax: 650 636 9251

Attorneys for Debtors and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION**

In re:

PG&E CORPORATION

- and -

**PACIFIC GAS AND ELECTRIC
COMPANY,**

Debtors.

- ☐ Affects PG&E Corporation
- ☐ Affects Pacific Gas and Electric Company
- ☒ Affects both Debtors

** All papers shall be filed in the Lead Case,
No. 19-30088 (DM).*

Bankruptcy Case
No. 19 -30088 (DM)

Chapter 11

(Lead Case)

(Jointly Administered)

**FIRST SUPPLEMENTAL DECLARATION
OF TOBIAS S. KELLER PURSUANT TO
11 U.S.C. § 327(a) AND FED. R. BANKR.
P. 2014(a) AND 2016 ON BEHALF OF
KELLER & BENVENUTTI LLP**

1 I, Tobias S. Keller, hereby declare pursuant 28 U.S.C. § 1746:

2 1. I am a partner of the firm of Keller & Benvenuti LLP (the “Firm”), a law firm with
3 offices at 650 California Street, Suite 1900, San Francisco, California 94108.

4 2. I submit this Declaration as a supplement to my declaration dated March 13, 2019
5 [Docket No. 870] (the “Original Declaration”) in support of the Application of Debtors Pursuant to 11
6 U.S.C. §327(a) and Fed. R. Bankr. Proc. 2014(a) and 2016 for Authority to Retain and Employ Keller
7 & Benvenuti LLP as Co-Counsel for the Debtors *Nunc Pro Tunc* to the Petition Date.¹

8 3. As anticipated in the Original Declaration, this declaration is submitted to supplement
9 information disclosed in the Original Declaration; as additional information regarding parties in
10 interest becomes available, a further supplemental declaration will be submitted to the Court reflecting
11 such amended, supplemented or otherwise modified information.

12 4. Since the filing of the Original Declaration, additional developments at the Firm and in
13 the Chapter 11 Cases require the supplemental disclosures set forth in the following paragraphs.

14 5. Berry Spears Joins the Firm as Of Counsel. Effective April 1, 2019, Berry Spears
15 joined the Firm as an “of counsel” attorney. Mr. Spears is an attorney based in Austin, Texas, and had
16 not been employed by a law firm on the Petition Date or at any time thereafter through and including
17 April 1, 2019. Mr. Spears previously had been a partner at other law firms including, most recently,
18 Locke Lord LLP and Norton Rose Fulbright US LLP. Although he does not recall representing any of
19 the following entities in connection with matters involving the Debtors, at prior firms (but not after he
20 left those firms), Mr. Spears represented several parties in interest in the Chapter 11 Cases, as follow:

- 21 a. Banking Institutions. Mr. Spears represented several banking institutions and/or
22 their affiliates, whether in the capacity as a direct lender or an agent for itself and/or
23 other lenders, as follow: Bank of America, N.A.; Bank of America Merrill Lynch;
24 Bank of New York Mellon; BNP Paribas; Citibank, N.A.; JPMorganChase Bank,
25 N.A.; Wells Fargo Bank, N.A.; CIBC (New York Branch); and US Bank, N.A.

26
27 ¹ Capitalized terms used but not otherwise herein defined have the meanings ascribed to such terms in
28 the Original Declaration.

- 1 b. Contract Counterparties. Mr. Spears represented several contract counterparties
2 and/or their affiliates, as follow: Anadarko; Apache Corp.; CIBC; Chevron USA;
3 Conoco Phillips Company; Salt River Project; and Shell Energy.
- 4 c. Insurers. Mr. Spears represented several insurers and/or their affiliates, as follow:
5 Chubb National Insurance Company; Swiss Re; and Zurich Insurance Co.
- 6 d. Other Parties in Interest. Mr. Spears represented vendors and/or their affiliates as
7 follow: ATT Corp.; Baker Hughes; and Dell Financial Services.

8 6. Newly Identified Professionals. We have become aware that certain professionals with
9 which the Firm has contacts have been retained, or seek to be retained, by non-Debtor parties, as
10 follow:

- 11 a. Development Specialists, Inc. By order dated May 10, 2019, the Tort Claimants'
12 Committee retained Development Specialists, Inc. ("DSI") as financial advisor. The
13 Firm (i) previously represented DSI in its capacity as assignee for the benefit of
14 creditors of Stion Corp., and (ii) presently represents DSI Assignments, LLC, an
15 affiliate of DSI in its capacity as assignee for the benefit of creditors of Loyal3
16 Holdings. One of the firm's partners, Peter Benvenuti, previously represented DSI
17 or affiliated entities in other matters. To the best of the Firm's knowledge, none of
18 these representations involved or involve any dispute with a Debtor.
- 19 b. Scott McNutt/McNutt Law Group LLP. I am informed and believe that the
20 proposed fee examiner, the Hon. Bruce Markell, proposes to employ as counsel
21 Scott McNutt, Esq.² Mr. McNutt's law firm, McNutt Law Group, LLP³, previously
22 employed an associate currently employed by the Firm, Thomas Rupp. I am further
23 informed and believe that there are unresolved disputes as between Mr. Rupp and
24 McNutt Law Group, LLP and/or Mr. McNutt related to his employment at that firm.

26 ² There is another "Scott McNutt" identified in Schedule G as a contract counterparty. I do not
27 believe that this is the same person as Mr. McNutt, the attorney.

28 ³ It is my understanding that the McNutt Law Group, LLP and its partners are no longer
practicing law as a firm.

1 I declare under penalty of perjury that, to the best of my knowledge and after reasonable
2 inquiry, the foregoing is true and correct and that this declaration was executed at San Francisco,
3 California, on May 16, 2019.

4
5 /s/ Tobias S. Keller

6 Tobias S. Keller
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28